

## Minutes Search and Governance Committee Meeting held on 24 January 2023

(All resolutions passed were the unanimous decision of the Search and Governance Committee members present unless otherwise stated)

<b>Meeting Title</b>	<b>Search and Governance Committee</b>		
<b>Date</b>	24 January 2023		
<b>Members Attending</b>	Ms S. Gordon (SG)	-	Chair
	Dr J. Brumwell (JB)		
	Ms K. Driver (KD)		
	Mr R. Foulston (RF)		
	Mr P. Mayhew-Smith (PM-S)	-	Group Principal / CEO
	Mr G. Willett (GW)		
<b>Attendees</b>	Mrs H. Meredith (HM)	-	Head of Governance
<b>Items for discussion</b>			
<b>1.</b>	<b>WELCOMES, APOLOGIES AND DECLARATION OF INTEREST</b>		
1.1	Members were welcomed to the meeting. Apologies were received from Cllr Fraser.		
	<b>DECLARATION OF INTEREST</b>		
1.2	Members confirmed that they did not have any pecuniary interest in any agenda item but declarations of interest were made by RF and KD in relation to Agenda Items 4.2 and 6.		
<b>2.</b>	<b>MINUTES OF MEETING OF 11 OCTOBER and INTERVIEW PANELS Of 17/18 NOVEMBER 2022 AND MATTERS ARISING</b>		
2.1	<u>Accuracy.</u> The minutes were accepted as an accurate record to be signed by the Chair.		
2.2.1	<u>Matters arising</u> The Action Log was reviewed and the updates below were discussed.		
	1.	Reports from Bids and Opportunities Group on high-level pipeline of key partnerships and funding bids to be reviewed by the Q, L and S Committee	PM-S /SRR Opps Group has been meeting . Decided not to bid for wave 5 T levels
	2.	PM-S will follow up progress on the development of a central CRM system and explore whether governors' networking activity could be recorded this	PM-S PMS reported on a problem with the chosen software so this project has been delayed
	3.	Agreed to revise para 6 of the Committee Terms of Reference and share with the committee by email	HM Actioned
	4.	Revise Annual Report of the Committee to show KD as Vice-Chair	HM Actioned
	5.	GW and HM to develop a gap analysis - shared with the committee by email to identify what is needed for governance at STCG to be outstanding Finalising of Governance SAR delayed until the conclusion of the gap analysis.	GW / HM Actioned
	6.	Correct an error on GW's attendance statistics.	HM Actioned
	7.	PMS to consider how to address requirement that Corporation / Group will collaborate with other college governing bodies in the local area re reviewing how well the Group meets skills needs	PMS
	8.	Governors who are seeking re-appointment to be invited to submit applications for re-appointment and CVs for consideration at the next meeting.	RF, TM-G, JS Actioned. Resulted in appointment of 2 new governors -HH and KM
	9.	Invite three prospective governor applicants to interview	HM Actioned
	10.	This year run an in-person Safeguarding training session for governors	HM/ DW Actioned
	11.	HM to send out a new Training Needs Questionnaire to governors Then RF, PM-S and HM to review findings and agree a programme of governor training activity following the meeting.	HM/ RF /PM-S Discussed with RF & PMS
	12.	Increase governors' engagement with students- <i>deferred to the next meeting</i>	HM Deferred to May23
	13.	Ambassador role of governors - <i>deferred to the next meeting</i>	HM Deferred to May 23
<b>3.</b>	<b>GOVERNANCE</b>		
	<b>GOVERNANCE IMPROVEMENT ACTION PLAN - PROGRESS UPDATE</b>		
3.1	HM presented a progress update on the Governance Improvement Action Plan		
3.2	It was <b>resolved</b> to note the progress update.		
<b>3.2</b>	<b>IMPACT ON GOVERNANCE FROM ONS RE-CLASSIFICATION OF COLLEGES TO THE PUBLIC SECTOR</b>		
3.2.1	HM presented a paper outlining the main impacts from the decision by the ONS in November 2022 to re-classify colleges into the public sector highlighting key points below: <ul style="list-style-type: none"> <li>The Corporation will remain as a self-governing Corporation. There are no changes to the main governance rules and structures.</li> </ul>		

	<ul style="list-style-type: none"> <li>The ONS has also reclassified college trading subsidiaries into the public sector.</li> <li>College debts become part of the national debt; so, colleges needing borrowing must now borrow from the Department for Education instead of from commercial lenders. STCG will also need to obtain Treasury approval before drawing down on its rolling credit facility (RCF).</li> <li>The ability for colleges to sell land without permission and to retain the surpluses from disposals will be reviewed by the DfE and may be removed/ altered in 2025, so STCG should analyse its estate's needs and complete any further disposals by March 2025.</li> <li>A variety of new financial controls have been imposed on colleges which are now subject to the Managing Public Money (MPM) framework. This includes senior pay controls and Treasury consent processes and new rules around severance payments.</li> <li>The net result is that changes sparked by reclassification substantially constrain colleges freedom to operate – and undermine the college's access to capital.</li> </ul>
3.2.2	It was <b><u>resolved</u></b> to note the report
3.2.3	SG asked for further updates to be brought to future meetings.
3.3	<b>TERMS OF REFERENCE FOR SENIOR POSTHOLDER (SPH) SELECTION PANEL</b>
3.3.1	Members reviewed proposed changes to the Terms of Reference of the SPH Selection Panel to include : <ul style="list-style-type: none"> <li>the inclusion of an external independent panellist on interview panels for senior post-holders, to bring objectivity and a different perspective. Qualities for such a panellist might include senior strategic experience, diversity awareness and interviewing skills</li> <li>to reduce the governors on the panel by one governor, replaced by an independent person</li> <li>to cross reference the latest edition of the DfE Guidance on SPH recruitment . The Committee discussed the reference to the interview panel being 'appropriately trained' agreeing that at least one member of the interview panel should have completed 'Safer Recruitment' training.</li> </ul>
3.3.2	It was <b><u>resolved</u></b> that Safer Recruitment training should be offered to all governors and that the Chair and two vice-chairs of the Corporation initially should be encouraged to undertake this. JB confirmed that she has already completed Safer Recruitment training. An online course on this is available to all governors via TES Develop.
3.3.3	It was <b><u>resolved</u></b> to recommend the revised Terms of Reference for approval by the Corporation.
4.	<b>GOVERNORS</b>
4.1	<b>GOVERNOR SUCCESSION PLANNING</b>
4.1.1	<p>The Committee noted that</p> <p><b>1.Current Vacancy</b> There is currently 1 vacancy for 1 Student Governor Elect and that Tobin Plarre has recently been elected as Student Governor Elect for Kingston College.</p>
4.1.2	<p><b>2. Succession Planning</b> Kamal Mohamed was appointed as a new governor with effect from 1 January 2023 to fill an existing governor vacancy (left by the resignation of Jenny Tatum) and the number of governors on the Corporation was temporarily increased by 1 governor from 1 January to 31 July 2023 to allow for the appointment of two governors ( including Harriet Harper) in January 2023. .</p> <p>Five skills-based governors will be leaving the Corporation when their terms of office end on 31st July 2023. 2 more skills-based governors are applying to be re-appointed. 1 of the 5 governor vacancies arising in July 2023 has already been filled- in effect with HH replacing GW.</p>
4.1.3	HM presented two papers for review by the Committee:

4.1.4	<p>1. <b>A Succession Plan</b> –for appointing replacement governors for those whose term of office ends in July 2023 .</p> <ul style="list-style-type: none"> <li>○ This identified skills gaps being left by departing governors</li> <li>○ The plan suggested, rather than making like for like replacements , aligning governor recruitment to the STCG future strategic plan and to consider recruiting governors who bring new skills and experience to the board. These could include governors from national skills priorities areas ( construction, manufacturing, digital and technology, health and social care, haulage and logistics) - noting that KM ( newly appointed governor) is setting up a logistics business.</li> <li>○ It also identified gaps in committee membership and for committee chairs being left by departing governors</li> </ul> <p>2. <b>An Action Plan-</b> showing progress to date towards in filling these governor vacancies</p> <p>The Committee reviewed both documents. PM-S advised that skills priorities sector experience will be represented on the new Employer Advisory Board and Employer Forums. The Committee asked for a list of skills that ideally the Corporation Membership should include and a list showing which of those skills is represented by governors. HM agreed to prepare that and share that with the committee by email following the meeting for further consideration and to inform further governor recruitment and achieve a good distribution of skills on the Corporation.</p>
4.2	<p><b>APPLICATIONS FROM GOVERNORS SEEKING RE-APPOINTMENT</b></p> <p>4.2.1 The Committee reviewed applications for re-appointment by the following governors whose applications were reviewed by the Committee</p> <ol style="list-style-type: none"> <li>1. Mr R. Foulston</li> <li>2. Mr J. Stone</li> </ol> <p>The currency of the skills sets of these governors and their additional contributions through committee vice-chairing roles and as Chair of the Corporation were discussed and noted.</p> <p>4.2.2 It was <b>resolved</b> to recommend that the Corporation re-appoint both governors for a four-year term of office with effect from 1<sup>st</sup> August 2023.</p>
4.3	<p><b>CVs FROM PROSPECTIVE GOVERNORS FOR SHORTLISTING FOR INTERVIEW</b></p> <p>4.3.1 The Committee received and reviewed five applications. The committee considered the applications against the skills needs identified in the Succession Plan and agreed to invite four of the candidates to interview. HM to set up an interview panel after half term.</p>
4.4	<p><b>GOVERNOR AND HEAD OF GOVERNANCE TRAINING</b></p> <p>4.4.1 Activities undertaken to develop governors and HM have to be reported in the Group's annual Financial Statements. Since the last meeting</p> <ol style="list-style-type: none"> <li>1. Governor Training /development sessions were held at the November Governors' Awayday</li> <li>2. All Governors have been required to complete online refresher Child Protection training</li> <li>3. A face to face Training session on Safeguarding is fixed for all governors 23 February 2023</li> </ol> <p>4.4.2 The Committee reviewed details of other development activities attended by governors and HM along with governors' completion of mandatory Safeguarding and Prevent duty training. Other suggestions for training for governors were discussed.</p> <p>4.4.3 It was <b>resolved</b> to fix governor training this year on:</p> <ul style="list-style-type: none"> <li>• Accountability Agreements and how the college is meeting local skills needs- if not a separate session this can be covered at the Strategic Planning meeting on 25 May 2023</li> <li>• Ofsted preparation – possibly an hour at lunchtime by Teams</li> </ul>
4.5	<p><b>GOVERNORS' DBS CHECKS</b></p> <p>4.5.1 HM presented an update report on delays to a new governor obtaining a DBS check . The Committee discussed this and were supportive of the proposal to take all steps possible to support and encourage this through to a successful outcome due to difficulties being encountered by the governor in supplying appropriate supporting ID documents.</p>

4.5.2	It was <b>resolved</b> that HM should require evidence of some progress by the end of January 2023 and that RF would speak to the governor if necessary.																					
5.	<b>DIRECTORS FOR KSEP AND KCTC LTD SUCCESSION PLANNING</b>																					
5.1	The Committee considered the vacancies arising for replacement Directors for KCTC Ltd and KSEP Ltd when Janis Brumwell and Danny Cheema resign as Directors in July 2023.																					
5.2	RF and SG offered to become Directors for both companies and it was <b>resolved</b> to recommend these appointments to the Corporation.																					
6.	<b>SUCCESSION PLANNING FOR CORPORATION CHAIR AND VICE-CHAIR(S)</b>																					
6.1	HM presented a paper on arrangements for the election for the next Chair and Vice-Chairs of the Corporation this summer. They were elected for two years from 1 August 2021 and so these positions will be available for election to start from 1 August 2023. The Committee <b>agreed</b> the proposed timetable for the election process starting with nominations being invited in May and the election taking place at the July 2023 Corporation meeting.																					
6.2	It was agreed that the forthcoming vacancy for a vice-chair should be used for training for a future Chair of the Corporation. RF agreed to ask John Stone whether he would consider becoming Corporation Chair to encourage him to stand for election for Vice-Chair this summer.																					
7.	<b>REVIEW OF BOARD ASSURANCE RISK AREAS</b>																					
7.1	Under the Board Assurance Framework and Risk Management Policy the Risk Area delegated to this Committee is that Governance and senior leadership arrangements are not effective																					
7.2	Members reviewed these risk areas and the assessment of the level of risk for each as shown below <table><tr><th rowspan="2">Assurance  Risk Areas</th><th colspan="3">Risk Assessment</th><th rowspan="2">Overall Assessment of Assurance Level</th></tr><tr><th>Cross Reference to Risk Register</th><th>Gross</th><th>Net</th></tr><tr><td rowspan="3">Governance and senior leadership arrangements are not effective</td><td>19a</td><td>8</td><td>4</td><td></td></tr><tr><td>19b</td><td>18</td><td>8</td><td></td></tr><tr><td>Total</td><td>26</td><td>12</td><td></td></tr></table>	Assurance  Risk Areas	Risk Assessment			Overall Assessment of Assurance Level	Cross Reference to Risk Register	Gross	Net	Governance and senior leadership arrangements are not effective	19a	8	4		19b	18	8		Total	26	12	
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7.3	It was <b>resolved</b> that the Committee was satisfied that the risk level for each of the risks is correct and that sufficient controls and/or actions are being taken to manage the risk.																					
	<b>NEXT MEETING</b> The next meeting of the committee will take place on Tuesday 16 May 2023 at 5.30pm.																					
	The meeting closed at 7:50pm  Signed..... Date.....																					

ACTION LOG		Responsible	Deadline	Signed off
1.	Reports from Bids and Opportunities Group on high-level pipeline of key partnerships and funding bids to be reviewed by the Q, L and S Committee	PM-S /SRR		
2.	PM-S will follow up progress on the development of a central CRM system and explore whether governors' networking activity could be recorded this	PM-S		
3.	PMS to consider how to address requirement that Corporation / Group will collaborate with other college governing bodies in the local area re reviewing how well the Group meets skills needs	PMS		
4.	Increase governors' engagement with students- <i>deferred to the next meeting</i>	HM	May23	
5.	Ambassador role of governors - <i>deferred to the next meeting</i>	HM	May 23	
6.	Further updates from ONS reclassification to be brought to future meetings.	HM	May 23	

7.	Safer Recruitment training to be offered to all governors. The Corporation Chair and vice-chairs initially should be encouraged to undertake this	HM / RF/KD	Summer 23	
8.	Committee requested a list of skills that the Corporation Membership should ideally include	HM	Feb 23	
9.	RF agreed to ask John Stone whether he would consider becoming Corporation Chair to encourage him to stand for election for Vice-Chair this summer.	RF	Feb 23	